BANCORP RHODE ISLAND INC
Form 10-Q
November 12, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM 10-Q

Quarterly Report Under Section 13 of the Securities Exchange Act of 1934
For quarter ended: September 30, 2002

Commission File No. 001-16101

BANCORP RHODE ISLAND, INC.

(Exact Name of Registrant as Specified in Its Charter)

RHODE ISLAND	05-0509802
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

ONE TURKS HEAD PLACE, PROVIDENCE, RI 02903

(Address of Principal Executive Offices)

(401) 456-5000

(Issuer's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of Nov. 7, 2002:

Common Stock - Par Value $0.01	3,776,250 shares
(class)	(outstanding)

BANCORP RHODE ISLAND, INC.

FORM 10-Q

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BANCORP RHODE ISLAND, INC.
Consolidated Balance Sheets

	September 30, 2002	D
	(Dollars in th	

ASSETS:	
Cash and due from banks	$ 24,960
Overnight investments	30,886
Investment securities available for sale (amortized cost of $72,382 and $49,193 at September 30, 2002 and December 31, 2001, respectively)	73,622
Mortgage-backed securities available for sale (amortized cost of $179,046 and $149,549 at September 30, 2002 and December 31, 2001, respectively)	181,056
Stock in Federal Home Loan Bank of Boston	7,683
Loans receivable:	
Residential mortgage loans	285,714
Commercial loans	277,670
Consumer and other loans	75,328
Total loans	638,712
Less allowance for loan losses	(9,548)
Net loans	629,164
Premises and equipment, net	8,293
Other real estate owned	--
Goodwill, net	10,766
Accrued interest receivable	6,094
Investment in bank-owned life insurance	10,380
Prepaid expenses and other assets	2,879
Total assets	$985,783
LIABILITIES:	
Deposits:	
Demand deposit accounts	$129,773
NOW accounts	88,120
Money market accounts	9,708
Savings accounts	275,060
Certificate of deposit accounts	228,356
Total deposits	731,017
Overnight and short-term borrowings	33,035
Federal Home Loan Bank of Boston borrowings	144,878
Company-obligated mandatorily redeemable capital securities	8,000
Other liabilities	3,954
Total liabilities	920,884
SHAREHOLDERS' EQUITY:	
Common stock, par value $0.01 per share, authorized 11,000,000 shares:	
Voting: Issued and outstanding 3,776,250 shares in 2002 and 3,753,550 in 2001	38
Additional paid-in capital	40,113
Retained earnings	22,603
Accumulated other comprehensive income, net	2,145
Total shareholders' equity	64,899
Total liabilities and shareholders' equity	$985,783

See accompanying notes to consolidated financial statements

BANCORP RHODE ISLAND, INC.
Consolidated Statements of Operations

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2001	Nin S 2002(
	(Dollars in thousands, except		
Interest and dividend income:			
Residential mortgage loans	$ 4,555	$ 5,613	$ 14,
Commercial loans	4,833	4,470	13,
Consumer and other loans	988	1,121	2,
Mortgage-backed securities	2,188	1,850	6,
Investment securities	863	856	2,
Overnight investments	82	65	
Federal Home Loan Bank of Boston stock dividends	68	72	
Total interest and dividend income	13,577	14,047	40,
Interest expense:			
NOW accounts	240	57	
Money market accounts	36	47	
Savings accounts	1,286	1,568	3,
Certificate of deposit accounts	1,975	3,321	6,
Overnight and short-term borrowings	114	86	
Federal Home Loan Bank of Boston borrowings	1,880	1,433	5,
Other borrowings	--	--	
Company-obligated mandatorily redeemable capital securities	145	73	
Total interest expense	5,676	6,585	16,
Net interest income	7,901	7,462	23,
Provision for loan losses	575	566	1,
Net interest income after provision for loan losses	7,326	6,896	22,
Noninterest income:			
Service charges on deposit accounts	993	869	2,
Loan related fees	78	107	
Commissions on loans originated for others	78	55	
Commissions on nondeposit investment products	349	164	
Gain on sale of mortgage-backed securities	--	--	
Income from bank-owned life insurance	143	--	
Other income	155	161	
Total noninterest income	1,796	1,356	4,
Noninterest expense:			
Salaries and employee benefits	3,376	2,826	9,
Occupancy	485	458	1,

Equipment	288	213	
Data processing	500	466	1,
Marketing	215	182	
Professional services	330	210	1,
Loan servicing	216	235	
Other real estate owned expense	(3)	106	
Amortization of goodwill	--	291	
Other	827	840	2,
Total noninterest expense	6,234	5,827	18,
Income before income taxes	2,888	2,425	8,
Income tax expense	957	849	2,
Net income	$ 1,931	$ 1,576	$ 5,
Per share data:			
Basic earnings per common share	$ 0.51	$ 0.42	$ 1
Diluted earnings per common share	$ 0.48	$ 0.40	$ 1
Average common shares outstanding - basic	3,765,585	3,730,550	3,754,
Average common shares outstanding - diluted	3,988,321	3,922,503	3,993,

See accompanying notes to consolidated financial statements

BANCORP RHODE ISLAND, INC.
Consolidated Statements of Changes in Shareholders' Equity

Nine months ended September 30,	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Compre-hensive Income (Loss), Net	
			(In thousands)		
2002					
Balance at December 31, 2001	$37	$39,826	$18,336	$ 898	$
Net income (A)	--	--	5,734	--	
Other comprehensive income, net of tax:					
Unrealized holding gains on securities available for sale, net of taxes of $650				1,262	
Realized gain on securities available for sale, net of taxes of $8				(15)	
Comprehensive income					

Proceeds from exercise of options	1	263	--	--	
Common stock issued for incentive stock award, net	--	24	--	--	
Dividends on common stock	--	--	(1,467)	--	
Balance at September 30, 2002	$38	$40,113	$22,603	$2,145	$
2001					
Balance at December 31, 2000	$37	$39,621	$13,815	$ (181)	$
Net income	--	--	4,708	--	
Other comprehensive income, net of tax:					
Unrealized holding gains on securities available for sale, net of taxes of $910				1,767	
Realized gain on securities available for sale, net of taxes of $1				(3)	
Comprehensive income					
Proceeds from exercise of options	--	16	--	--	
Common stock issued for incentive stock award, net	--	18	--	--	
Dividends on common stock	--	--	(1,345)	--	
Balance at September 30, 2001	$37	$39,655	$17,178	$1,583	$

See accompanying notes to consolidated financial statements

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BANCORP RHODE ISLAND, INC.
Consolidated Statements of Cash Flows

	Nine Months Ended September 30,	
	2002(A)	2001
	(In thousands)	
Cash flows from operating activities:		
Net income	$ 5,734	$ 4,708
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	1,943	2,269
Provision for loan losses	1,425	1,406
Gain on mortgage-backed securities	(23)	(4)
Gain on sale of other real estate owned	(29)	(14)
Income from bank-owned life insurance	(380)	--
Compensation expense from restricted stock grant	24	18

(Increase) decrease in:		
Accrued interest receivable	(291)	(1,110)
Prepaid expenses and other assets	(2,674)	(508)
Increase (decrease) in:		
Other liabilities	612	(213)
Other, net	79	13
Net cash provided (used) by operating activities	6,420	6,565
Cash flows from investing activities:		
Origination of:		
Residential mortgage loans	(6,842)	(13,270)
Commercial loans	(70,467)	(39,475)
Consumer loans	(29,849)	(14,816)
Purchase of:		
Investment securities available for sale	(54,210)	(38,026)
Mortgage-backed securities available for sale	(78,065)	(50,851)
Residential mortgage loans	(102,143)	(146,154)
Consumer loans	--	(5,045)
Federal Home Loan Bank of Boston stock	(2,015)	(1,960)
Principal payments on:		
Investment securities available for sale	31,006	33,250
Mortgage-backed securities available for sale	44,480	29,681
Residential mortgage loans	132,958	87,329
Commercial loans	31,812	25,567
Consumer loans	15,640	17,559
Proceeds from sale of mortgage-backed securities	3,766	3,885
Proceeds from sale of other real estate owned	293	84
Proceeds from sale of premises and equipment	--	18
Capital expenditures for premises and equipment	(2,028)	(1,075)
Purchase of bank-owned life insurance	(10,000)	--
Net cash provided (used) by investing activities	(95,664)	(113,299)
Cash flows from financing activities:		
Net increase in deposits	60,604	20,752
Net increase in overnight and short-term borrowings	20,002	2,589
Proceeds from long-term borrowings	45,351	86,000
Repayment of long-term borrowings	(8,838)	(7,757)
Proceeds from exercise of stock options	264	16
Dividends on common stock	(1,467)	(1,345)
Net cash provided (used) by financing activities	115,916	100,255
Net increase (decrease) in cash and cash equivalents	26,672	(6,479)
Cash and cash equivalents at beginning of period	29,174	34,453
Cash and cash equivalents at end of period	$ 55,846	$ 27,974
Supplementary Disclosures:		
Cash paid for interest	$ 17,174	$ 20,321
Cash paid for income taxes	3,589	3,445
Non-cash transactions:		
Additions to other real estate owned in settlement of loans	--	62
Change in other comprehensive income, net of taxes	1,247	1,764

See accompanying notes to consolidated financial statements

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BANCORP RHODE ISLAND, INC.
Notes to Consolidated Financial Statements

(1) Basis of Presentation

Bancorp Rhode Island, Inc. (the "Company"), a Rhode Island corporation, was organized by Bank Rhode Island (the "Bank") to be a bank holding company and to acquire all of the capital stock of the Bank. The reorganization of the Bank into the holding company form of ownership was completed on September 1, 2000. The Company has no significant assets other than the common stock of the Bank. For that reason, substantially all of the discussion in this Quarterly Report on Form 10-Q relates to the operations of the Bank and its subsidiaries.

The consolidated financial statements include the accounts of the Company and its wholly-owned direct subsidiaries, the Bank, BRI Statutory Trust I and BRI Statutory Trust II (issuers of trust preferred securities), and its indirect subsidiaries, BRI Investment Corp. (a Rhode Island passive investment company), BRI Realty Corp. (a real estate holding company) and Acorn Insurance Agency, Inc. (a licensed insurance agency). All significant intercompany accounts and transactions have been eliminated in consolidation.

The interim results of consolidated operations are not necessarily indicative of the results for any future interim period or for the entire year. These interim consolidated financial statements do not include all disclosures associated with annual financial statements and, accordingly, should be read in conjunction with the annual consolidated financial statements and accompanying notes included in the Company's Annual Report to Shareholders filed with the Securities and Exchange Commission.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses.

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with Accounting Principles Generally Accepted in the United States of America ("GAAP") and prevailing practices within the banking industry and include all necessary adjustments (consisting of only normal recurring adjustments), that, in the opinion of management, are required for a fair presentation of the results and financial condition of the Company.

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(2) Earnings Per Share

Basic earnings per share ("EPS") excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if options, warrants or other contracts to issue common stock were exercised and resulted in the issuance of additional common stock that then shared in the earnings of the entity.

(3) Recent Accounting Developments

On July 20, 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Account Standards ("SFAS") 142, "Goodwill and Other Intangible Assets". SFAS 142 addresses financial accounting and reporting for acquired goodwill and other intangible assets and supersedes Accounting Principles Board ("APB") Opinion No. 17, "Intangible Assets". Under SFAS 142, goodwill and intangible assets that have indefinite useful lives will no longer be amortized, but rather will be tested at least annually for impairment. The Statement applies to existing goodwill, as well as goodwill arising subsequent to the effective date of the Statement. Intangible assets that have finite useful lives will continue to be amortized over their useful lives, but without the constraint of the 40-year maximum life required by APB Opinion No. 17. The provisions of SFAS 142 must be applied for fiscal years beginning after December 15, 2001 and may not be adopted earlier.

On October 17, 2001, FASB issued Action Alert No. 01-37. That Action Alert reported a conclusion reached by FASB at its October 10, 2001 meeting regarding the application of SFAS 142 and SFAS 141, "Business Combinations" with respect to goodwill accounting for bank branch acquisitions. The conclusion set forth in the October 17th Action Alert states that paragraph 5 of SFAS 72, "Accounting for Certain Acquisitions of Banking or Thrift Institutions" applies to all acquisitions of financial institutions (or branches thereof) whether "troubled" or not, in which the fair value of the liabilities assumed exceeds the fair value of tangible and intangible assets acquired." SFAS 72 was originally issued in 1983, in the context of the savings and loan crisis and the acquisition of so-called "troubled" financial institutions. The acquisition associated with the formation of the Company's banking subsidiary in March 1996 was such that the fair value of the liabilities assumed exceeded the fair value of tangible and intangible assets acquired. Based upon the conclusion set forth in the October 17th Action Alert, the Company continued amortizing its intangible attributable to its March 1996 acquisition from Fleet Financial Group, Inc.

On October 1, 2002, FASB issued SFAS 147, "Acquisitions of Certain Financial Institutions". SFAS 147 states that the specialized accounting guidance in paragraph 5 of SFAS 72 will not apply after September 30, 2002, and if certain criteria are met, any unidentifiable intangible asset will be reclassified to goodwill upon adoption of the Statement. Financial institutions meeting conditions outlined in SFAS 147 will be required to restate previously issued financial statements for fiscal periods beginning after December 15, 2001. The objective of the restatement requirement is to present the balance sheet and income statement as if the amount accounted for under SFAS 72 as an unidentifiable intangible asset had been reclassified to goodwill as of the date SFAS 142 was initially applied. The transition provisions of SFAS 147 are effective on October 1, 2002, however early application is permitted. The Company adopted SFAS 147 during the third quarter of 2002, and therefore has restated the first and second quarters to remove any amortization of goodwill, net of taxes. At January 1, 2002, the Company had $10.7 million of intangible assets that have now been reclassified as goodwill and will no longer be amortized, but will be reviewed periodically for impairment.

The following table summarizes the effect of the restatement on the first two quarters of 2002.

	For the Quarter Ended			
	March 31, 2002		June 30, 2002	
	As Originally Reported	As Restated	As Originally Reported	As Restated
Net income (in thousands)	$1,705	$1,894	$1,714	$1,909
Basic earnings per share	$ 0.46	$ 0.51	$ 0.46	$ 0.51
Diluted earnings per share	$ 0.43	$ 0.48	$ 0.43	$ 0.48

The following table sets forth the reconcilement of net income and earnings per share excluding goodwill amortization for the three and nine months ended September 30, 2002 and 2001.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Reported net income (in thousands)	$1,931	$1,576	$5,734	$4,708
Add back:				
Goodwill amortization, net of taxes	--	189	--	566
Adjusted net income	$1,931	$1,765	$5,734	$5,274
Basic earnings per share	$ 0.51	$ 0.42	$ 1.53	$ 1.26
Add back:				
Goodwill amortization, net of taxes	--	0.05	--	0.15
Adjusted basic earnings per share	$ 0.51	$ 0.47	$ 1.53	$ 1.41
Diluted earnings per share	$ 0.48	$ 0.40	$ 1.44	$ 1.21
Add back:				
Goodwill amortization, net of taxes	--	0.05	--	0.14
Adjusted diluted earnings per share	$ 0.48	$ 0.45	$ 1.44	$ 1.35

In April 2002, the FASB issued SFAS 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and

Technical Corrections". SFAS 145 among other things addresses financial accounting and reporting of gains and losses from extinguishment of debt. SFAS 145 requires gains and losses resulting from the extinguishment of debt to be classified as extraordinary items only if they meet the criteria in APB Opinion No. 30, "Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions". This statement rescinds SFAS 4, "Reporting Gains and Losses from Extinguishment of Debt", SFAS 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements" and amends SFAS 13, "Accounting for Leases". SFAS 145 is effective for fiscal years beginning after May 15, 2002, with early application encouraged. The Company does not believe the adoption of this Statement will have a material impact on the Company's financial position or results of operations.

In June 2002, the FASB issued SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities". SFAS 146 addresses financial accounting and reporting for costs associated with exit or disposal activities. The statement supersedes Emerging Issues Task Force ("EITF") Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs

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to Exit an Activity (Including Certain Costs Incurred in a Restructuring)". SFAS 146 is effective for exit or disposal activities that are initiated after December 31, 2002, with early application encouraged. The Company does not believe the adoption of this Statement will have a material impact on the Company's financial position or results of operations.

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BANCORP RHODE ISLAND, INC.
Management's Discussion and Analysis

ITEM 2. Management's Discussion and Analysis

Certain statements contained herein are "Forward Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward Looking Statements may be identified by reference to a future period or periods or by the use of forward looking terminology such as "may," "believes," "intends," "expects," and "anticipates" or similar terms or variations of these terms. Actual results could differ materially from those set forth in Forward Looking Statements as a result of certain risks and uncertainties, including but not limited to, changes in political and economic conditions, interest rate fluctuations, competitive product and pricing pressures, equity and bond market fluctuations, credit risk, inflation, as well as other risks and uncertainties detailed from time to time in filings with the Securities and Exchange Commission ("SEC").

GENERAL

The Company's principal subsidiary, Bank Rhode Island, is a commercial bank chartered as a financial institution in the State of Rhode Island. The Bank pursues a community banking mission and is principally engaged in providing banking products and services to individuals and businesses in Providence and Kent counties. The Bank is subject to competition from a variety of traditional and nontraditional financial service providers both within and outside of Rhode Island. The Bank offers its customers a wide range of deposit products, nondeposit investment products, commercial, residential and consumer loans, and other traditional banking products and services designed to meet the needs of individuals and small- to mid-sized businesses. The Bank also offers both commercial and consumer on-line banking products and maintains a web site at http://www.bankri.com. The Company and Bank are subject to regulation by a number of federal and state agencies and undergo periodic examinations by certain of those regulatory authorities. The Bank's deposits are insured by the Federal Deposit Insurance Corporation ("FDIC"), subject to regulatory limits. The Bank is also a member of the Federal Home Loan Bank of Boston ("FHLB").

OVERVIEW

Total assets increased $123.5 million, or 14.3%, to $985.8 million at September 30, 2002 from $862.3 million at December 31, 2001. The increase was predominantly in overnight investments, US Agency securities, mortgage-backed securities ("MBSs"), commercial loans and consumer loans. Funding of this growth was primarily from increases in checking and savings deposits, borrowings from the FHLB, and repayments of residential mortgage loans. Since the end of 2001, commercial loans increased $38.3 million, or 16.0%, consumer loans increased $13.9 million, or 22.7%, checking and savings deposits increased $80.5 million, or 19.1%, and FHLB borrowings increased $31.5 million, or 27.8%. Shareholders' equity was $64.9 million at September 30, 2002, and represented 6.6% of total assets.

In June 2002, the Company, through its subsidiary, BRI Statutory Trust II, issued $5.0 million of trust preferred securities. These securities qualify as Tier I capital for regulatory purposes and can be used to support continued growth of the Company.

FINANCIAL CONDITION

-- Investments. Total investments (consisting of overnight investments, investment securities, MBSs and stock in the FHLB) totaled $293.2 million, or 29.7% of total assets, at September 30, 2002, compared to $210.7 million, or 24.4% of total assets, at December 31, 2001. All $254.7 million of investment securities and MBSs at September 30, 2002 were classified as available for sale and carried a total of $3.3 million in net unrealized gains. The increase of $82.6 million, or 39.2%, in total investments was associated with the growth in total deposits and FHLB borrowings.

-- Loans. Total loans were $638.7 million, or 64.8% of total assets, at September 30, 2002, compared to $611.0 million, or 70.9% of total assets, at December 31, 2001. As a result of low market interest rates, the Company has experienced a sharp increase in residential mortgage loan prepayments during 2002. This has led to the residential mortgage loan portfolio decreasing $24.5 million, or 7.9%, during the first nine months of 2002, as prepayments exceeded new loan purchases.

The commercial loan portfolio (consisting of commercial & industrial, small business, commercial real estate, multi-family real estate and construction loans) increased $38.3 million, or 16.0%, during the first three quarters of 2002. Particular emphasis is placed on the generation of small- to medium-sized commercial relationships (those relationships with

$5.0 million or less in loan commitments). The Bank is also active in small business lending (loans of $250,000 or less) in which it utilizes credit scoring, in conjunction with traditional review standards, and employs streamlined documentation. The Bank is a participant in the U.S. Small Business Administration ("SBA") Preferred Lender Program in Rhode Island and the 7a Guarantee Loan Program in Massachusetts.

The consumer loan portfolio increased $13.9 million, or 22.7%, reaching $75.3 million at September 30, 2002. This increase was predominantly in home equity related loans, which grew $16.1 million, or 31.2%, since December 31, 2001. While origination efforts continue to be concentrated on commercial and consumer loan opportunities, the Bank also originates residential mortgage loans on a limited basis for its customers. Additionally, until such time as the Company can generate sufficient commercial and consumer loans to utilize available cash flow, or to otherwise meet investment objectives, it also intends to continue purchasing residential mortgage and automobile loans as opportunities develop.

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The following is a breakdown of loans receivable:

	September 30, 2002	December 31, 2001
	(In thousands)	
Residential mortgage loans:		
One- to four-family adjustable rate	$267,800	$285,589
One- to four-family fixed rate	16,756	23,306
Subtotal	284,556	308,895
Premium on loans acquired	1,224	1,381
Net deferred loan origination fees	(66)	(64)
Total residential mortgage loans	$285,714	$310,212
Commercial loans:		
Commercial real estate - nonowner occupied	$ 83,260	$ 73,369
Commercial and industrial	55,628	53,677
Commercial real estate - owner occupied	55,765	46,698
Small business	27,361	24,122
Multi-family real estate	17,744	14,927
Construction	17,190	14,027
Leases and other	20,971	12,715
Subtotal	277,919	239,535
Net deferred loan origination fees	(249)	(171)
Total commercial loans	$277,670	$239,364
Consumer loans:		
Home equity - lines of credit	$ 35,294	$ 28,460
Home equity - term loans	32,153	22,930

Automobile	3,987	6,335
Installment	997	1,240
Savings secured	617	656
Unsecured and other	1,684	1,153
Subtotal	74,732	60,774
Premium on loans acquired	120	192
Net deferred loan origination costs	476	422
Total consumer loans	$ 75,328	$ 61,388

-- Deposits and Borrowings. Total deposits increased by $60.6 million, or 9.0%, during the first three quarters of 2002, from $670.4 million, or 77.8% of total assets, at December 31, 2001, to $731.0 million, or 74.2% of total assets, at September 30, 2002. The decrease in the relative percentage of total assets resulted from first quarter total asset growth being primarily funded by FHLB borrowings. In addition, the composition of total deposits has changed since the end of 2001. Core deposit accounts (checking and savings accounts) increased $80.5 million, or 19.1%, while certificates of deposit decreased $19.9 million, or 8.0%. The increase in NOW accounts has primarily been in a newly-designed premium product positioned to compete against short-term investments. The Company continues its strategy of emphasizing core deposit growth over certificate of deposit growth. The decline in certificates of deposits also reflects customer movement away from extended term deposits in response to the current low interest rate environment. At September 30, 2002, core deposit accounts comprised 68.8% of total deposits, compared to 63.0% of total deposits at December 31, 2001.

The following table sets forth certain information regarding deposits:

	September 30, 2002			December 31, 2	
	Amount	Percent of Total	Weighted Average Rate	Amount	Percent of Total
	(Dollars in thousands)				
NOW accounts	$ 88,120	12.1%	1.45%	$ 44,445	6.6%
Money market accounts	9,708	1.3%	1.34%	9,914	1.5%
Savings accounts	275,060	37.6%	1.87%	254,861	38.0%
Certificate of deposit accounts	228,356	31.2%	3.24%	248,268	37.0%
Total interest bearing deposits	601,244	82.2%	2.32%	557,488	83.1%
Noninterest bearing accounts	129,773	17.8%	--	112,925	16.9%
Total deposits	$731,017	100.0%	1.91%	$670,413	100.0%

The Company, through the Bank's membership in the FHLB, has access to a variety of borrowing alternatives, and management will from time to time take advantage of these opportunities to fund asset growth. During the first nine months of 2002, FHLB borrowings increased $31.5 million, or 27.8%, as the Company sought to take advantage of lower, long-term borrowing rates to fund its asset growth. The proceeds from these new borrowings were primarily reinvested in hybrid ARM MBSs and allowed the Company to control the duration match of its balance sheet. However, on a long-term basis, the Company intends to continue its efforts concentrated on increasing its core deposits.

Asset Quality

The definition of nonperforming assets includes nonperforming loans and other real estate owned ("OREO"). OREO consists of real estate acquired through foreclosure proceedings and real estate acquired through acceptance of a deed in lieu of foreclosure. Nonperforming loans are defined as nonaccrual loans, loans past due 90 days or more, but still accruing, and impaired loans. Under certain circumstances the Company may restructure the terms of a loan as a concession to a borrower. These restructured loans are considered impaired loans.

-- Nonperforming Assets. At September 30, 2002, the Company had nonperforming assets of $538,000, which represented 0.05% of total assets. This compares to nonperforming assets of $1.0 million, or 0.12% of total assets, at December 31, 2001. The level of nonperforming assets remains at a low level, but as the loan portfolio continues to grow and mature, or if economic conditions worsen, management believes it highly likely that the level of nonperforming assets will increase, as will its level of charged-off loans. Nonperforming assets at September 30, 2002, consisted of nonaccrual residential mortgage loans aggregating $454,000 and nonaccrual commercial loans aggregating $84,000. There were no impaired loans at either September 30, 2002 or December 31, 2001. The Company evaluates the underlying collateral of each nonperforming loan and continues to pursue the collection of interest and principal.

Delinquencies. At September 30, 2002, loans with an aggregate balance of $326,000 were 60 to 89 days past due, an increase of $195,000, or 148.9%, from $131,000 reported at December 31, 2001. The majority of these loans at both dates were residential mortgage loans and are secured.

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The following table sets forth information regarding nonperforming assets and loans 60-89 days past due as to interest at the dates indicated.

	September 30, 2002	December 31, 2001
	(Dollars in thousands)	
Loans accounted for on a nonaccrual basis	$538	$ 753
Loans past due 90 days or more, but still accruing	--	--
Impaired loans (not included in nonaccrual loans)	--	--
Total nonperforming loans	538	753
Other real estate owned	--	264

Total nonperforming assets	$538	$1,017
Delinquent loans 60-89 days past due	$326	$ 131
Nonperforming loans as a percent of total loans	.08%	.12%
Nonperforming assets as a percent of total assets	.05%	.12%
Delinquent loans 60-89 days past due as a percent of total loans	.05%	.02%

Adversely Classified Assets. The Company's management adversely classifies certain assets as "substandard," "doubtful" or "loss" based on criteria established under banking regulations. An asset is considered substandard if inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the "distinct possibility" that the insured institution will sustain "some loss" if existing deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make "collection or liquidation in full," on the basis of currently existing facts, conditions, and values, "highly questionable and improbable." Assets classified as loss are those considered "uncollectible" and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

At September 30, 2002, the Company had $8.4 million of assets that were classified as substandard. This compares to $8.7 million of assets that were classified as substandard at December 31, 2001. The Company had no assets that were classified as doubtful or loss at either date. Performing loans may or may not be adversely classified depending upon management's judgment with respect to each individual loan. At September 30, 2002, included in the $8.4 million of assets that were classified as substandard, were $7.9 million of performing loans. This compares to $7.9 million of adversely classified performing assets as of December 31, 2001. Adversely classified assets are a reflection of commercial credit quality. An increase in adversely classified assets may lead to an increase in nonperforming assets and an increase in the provision for loan losses in future periods.

Allowance for Loan Losses

During the first nine months of 2002, the Company made provisions to the allowance for loan losses totaling $1.4 million and had $401,000 of net charge-offs, bringing the balance in the allowance to $9.5 million at September 30, 2002, compared to $8.5 million at December 31, 2001. The allowance, expressed as a percentage of total loans, was 1.49% as of September 30, 2002, compared to 1.40% at the prior year-end and stood at 1774.7% of nonperforming loans at September 30, 2002, compared to 1132.0% of nonperforming loans at December 31, 2001.

Assessing the adequacy of the allowance for loan losses involves substantial uncertainties and is based upon management's evaluation of the amounts required to meet estimated charge-offs in the

loan portfolio after weighing various factors. Among these factors are the risk characteristics of the loan portfolio, the quality of specific loans, the level of nonaccruing loans, current economic conditions, trends in delinquencies and charge-offs, and the value of underlying collateral, all of which can change frequently. Based on this evaluation, management believes that the allowance for loan losses, as of September 30, 2002, is adequate.

While management evaluates currently available information in establishing the allowance for loan losses, future adjustments to the allowance may be necessary if conditions differ substantially from the assumptions used in making the evaluations. In addition, various regulatory agencies, as an integral part of their examination process, periodically review a financial institution's allowance for loan losses and carrying amounts of other real estate owned. Such agencies may require the financial institution to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

RESULTS OF OPERATIONS

The Company's operating results depend primarily on its "net interest income," or the difference between its interest income and its cost of money, and on the quality of its assets. Interest income depends on the average amount of interest-earning assets outstanding during the period and the interest rates earned thereon. Cost of money is a function of the average amount of deposits and borrowed money outstanding during the period and the interest rates paid thereon. Earnings are further influenced by the quality of assets, through the amount of interest income lost on nonaccrual loans, the amount of additions to the allowance for loan losses and the amount of expenses incurred as a result of resolving troubled assets.

The Bank's formation in 1996 resulted in the generation of $17.5 million of intangibles that prior to January 1, 2002 were being amortized over a 15-year period. Pursuant to SFAS 147, the transaction in which those intangibles arose was deemed to be a business combination, and as such, the Company was required to stop amortization of these intangibles on January 1, 2002. The Company has restated its income for the first two quarters of 2002 to reflect the elimination of this goodwill amortization. The amortization of these intangibles reduced the Bank's pre-tax income $1.2 million annually.

Because of the impact of this amortization, certain measures of financial performance for periods prior to January 1, 2002, have been calculated excluding such amortization and any related income taxes. These measures are identified as "cash" or "cash basis" and have been provided to assist the reader in comparing the Company's 2002 operating results to its 2001 operating results. Information presented on a cash basis is not in accordance with GAAP, but management believes it to be beneficial to gaining an understanding of the core performance of the Company.

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Three Months Ended September 30, 2002 and 2001

-- Overview. The Company reported net income for the third quarter of 2002 of $1.9 million, up $355,000, or 22.5%, from the third quarter of 2001. Diluted earnings per common share were $0.48 for the third quarter of 2002, compared to $0.40 for the third quarter of 2001. Diluted cash earnings per common share were $0.45 for the 2001 period.

The Company reported a return on average assets of 0.80% and a return on average equity of 12.75% for the 2002 period, as compared to a return on average assets of 0.75% and a return on average equity of 11.02% for the 2001 period. Cash basis return on average assets and cash basis return on average equity were 0.85% and 12.34% for the 2001 period, respectively.

-- Net Interest Income. For the quarter ended September 30, 2002, net interest income was $7.9 million, compared to $7.5 million for the 2001 period. The net interest margin for the third quarter of 2002 was 3.42% compared to a net interest margin of 3.72% for the 2001 period. The increase in net interest income of $439,000, or 5.9%, was primarily attributable to the continued growth of the Company. Average earnings assets were $120.9 million, or 15.2%, higher and average interest-bearing liabilities were $105.9 million, or 15.8%, higher than the comparable period a year earlier. The decrease of 30 basis points in the net interest margin was primarily attributable to a drop in market interest rates and an increase in residential mortgage loan and MBS prepayments.

-- Interest Income. Investments. Total investment income was $3.2 million for the quarter ended September 30, 2002, compared to $2.8 million for the third quarter of 2001. This increase in total investment income of $358,000, or 12.6%, was primarily attributable to an increase of $87.7 million, or 44.0%, in the average balance of investments. The Company's investments are primarily comprised of US Agency securities or MBSs with remaining maturities or repricing periods of less than five years. In addition to assisting in overall tax planning, management believes that this composition, along with a structured maturity ladder, provides more stable earnings and predictable cash flows from the portfolio.

-- Interest Income. Loans. Interest from loans was $10.4 million for the three months ended September 30, 2002, and represented a yield on total loans of 6.56%. This compares to $11.2 million of interest, and a yield of 7.49%, for the third quarter of 2001. Declining market interest rates, coupled with residential mortgage loan prepayment activity, resulted in lower interest from the loan portfolio. Interest from residential mortgage loans decreased $1.1 million and consumer and other loan income decreased $133,000, or 11.9%, between the two quarters. Partially offsetting these decreases in interest income, interest from commercial loans increased $363,000, or 8.1%, as a result of strong growth in commercial outstandings. Since its inception, the Bank has concentrated its origination efforts on commercial and consumer loan opportunities, while purchasing residential mortgage loans, and more recently automobile loans, as cash flows dictated. The average balance of the various components of the loan portfolio changed from the third quarter of 2001 as follows: commercial loans increased $48.3 million, or 21.7%, and consumer and other loans increased $6.9 million, or 11.3%, while residential mortgage loans decreased $21.9 million, or 7.0%. As a result of declining market interest rates, coupled with increased prepayment activity, the yields on the various loan portfolio components changed as follows: commercial loans decreased 89 basis points, to 7.07%; consumer and other loans decreased 153 basis points, to 5.80%, and residential mortgage loans decreased 91 basis points, to 6.27%.

-- Interest Expense. Interest paid on deposits and borrowings decreased $909,000, or 13.8%, to $5.7 million for the three months ended September 30, 2002, from $6.6 million paid during the third quarter of 2001. The decrease in total interest expense was primarily attributable to a decrease in market interest rates, partially offset by an increase in the average balance of deposits and borrowings. The overall average cost for interest-bearing liabilities decreased 100 basis points from 3.90% for the third quarter of 2001 to 2.90% for the third quarter of 2002. Average costs for the various components of interest-bearing liabilities changed from the third quarter of 2001 as follows: money market accounts decreased 57 basis points, to 1.35%, savings accounts decreased 69 basis points, to 1.87%, certificate of deposit accounts decreased 179 basis points, to 3.33%, and borrowings decreased 68 basis points to 4.61%, while NOW accounts increased 77 basis points, to 1.33%. The increase in the average cost of NOW accounts was attributable to the introduction of a premium NOW account earlier in 2002. Meanwhile, the average balance of interest-bearing liabilities increased $105.9 million, from $670.7 million in the third quarter of 2001 to $776.6 million in the third quarter of 2002, as NOW and savings account growth, along with borrowings, were utilized to fund much of the asset growth. Liability costs are dependent on a number of factors including general economic conditions, national and local interest rates, competition in the local deposit marketplace, interest rate tiers offered and the Company's cash flow needs.

-- Provision for Loan Losses. The provision for loan losses was $575,000 for the quarter ended September 30, 2002, up $9,000, or 1.6%, from the same quarter last year. As the loan portfolio continues to grow and mature, or if economic conditions worsen, management believes it highly likely that the level of nonperforming assets will increase, which in turn may lead to increases in the provision for loan losses in future periods. Management evaluates several factors including new loan originations, actual and estimated charge-offs, the risk characteristics of the loan portfolio and general economic conditions when determining the provision for each quarter. Also see discussion under "Allowance for Loan Losses."

-- Noninterest Income. Total noninterest income increased $440,000, or 32.4%, to $1.8 million for the third quarter of 2002, from $1.4 million for the 2001 quarter. The Bank's purchase of $10.0 million of bank-owned life insurance during the first quarter of 2002 resulted in $143,000 of noninterest income during the third quarter. This income was not present during the third quarter of 2001. Service charges on deposit accounts, which represent the largest source of noninterest income for the Company, increased $124,000, or 14.3%, from $869,000 for the quarter ended September 30, 2001, to $993,000 for the same period in 2002, as core deposit accounts continued to grow. In addition, Commissions on nondeposit investment products increased $185,000, or 112.8%, compared to the third quarter of 2001 as a result of efforts begun in 2001 to revitalize the program. Partially offsetting these increases was a decrease of $29,000, or 27.1%, in Loan related fees that resulted primarily from the timing of one-time prepayment penalties on commercial loans.

-- Noninterest Expense. Total noninterest expense for the third quarter of 2002 increased $407,000, or 7.0%, to $6.2 million from $5.8 million in 2001. After removing the effects of SFAS 147, total operating noninterest expense increased $698,000, or 12.6%, as the 2002 period does not contain any goodwill amortization, while the 2001 period included $291,000 of goodwill amortization. The increase in operating noninterest expenses occurred primarily in the following areas: Salaries and employee benefits (up $550,000, or 19.5%), Occupancy and Equipment (up $102,000, or 15.2%), Data processing (up $34,000, or 7.3%) and Professional services (up $120,000, or 57.1%). During 2001 and into 2002, the Company experienced substantial growth in both loans and core deposits that resulted in the increased operating costs evidenced in the third quarter of 2002. In addition, the Company retained professional assistance to help in evaluating its data processing alternatives and to develop and test software being deployed in conjunction with its CampusMate(TM) product. As a result, the Company's efficiency ratio was 64.29% for the third quarter of 2002, compared to an efficiency ratio of 66.08%, and a cash basis efficiency ratio of 62.78%, for the third quarter of 2001.

-- Income Tax Expense. Income tax expense of $957,000 was recorded for the quarter ended September 30, 2002, compared to $849,000 for the 2001 period. This represented total effective tax rates of 33.1% and 35.0%, respectively. Tax-favored income from U.S. Agency securities, along with the utilization of a Rhode Island passive investment company, has reduced the Company's effective tax rate from the 39.9% combined statutory federal and state tax rates. The 2002 period also benefited from the tax-favored status of the Company's investment in bank-owned life insurance.

Nine Months Ended September 30, 2002 and 2001

-- Overview. Net income for the first nine months of 2002, increased $1.0 million, or 21.8%, to $5.7 million, or $1.44 per diluted common share, from $4.7 million, or $1.21 per diluted common share, for the first nine months of 2001. Diluted cash earnings per common share were $1.35 for the 2001 period.

This performance represented a return on average assets of 0.83% and a return on average equity of 12.77% for the 2002 period, as compared to a return on average assets of 0.78% and a return on average equity of 11.39% for the 2001 period. Cash basis return on average assets and cash basis return on average equity were 0.89% and 12.75% for the 2001 period, respectively.

-- Net Interest Income. For the nine months ended September 30, 2002, net interest income was $23.5 million, compared to $21.8 million for the first three quarters of 2001. The net interest margin for the 2002 period was 3.57% compared to a net interest margin of 3.78% for the 2001 period. The increase in net interest income of $1.8 million, or 8.1%, was primarily attributable to the overall growth of the Company. Average earning assets increased $112.6 million, or 14.6%, and average interest-bearing liabilities increased $98.1 million, or 15.1%, over the comparable period a year earlier. The decrease of 21 basis points in the net interest margin was primarily caused by the dramatic drop in market interest rates occurring in the second half of 2001, coupled with the asset-sensitive nature of the Company's balance sheet.

-- Interest Income. Investments. Total investment income was $9.4 million for the nine months ended September 30, 2002, compared to $8.8 million for the first nine months of 2001. This increase in total investment income of $682,000, or 7.8%, was primarily attributable to a $53.8 million, or 42.4%, increase in the average balance of MBSs. Meanwhile, the overall yield on investments decreased 139 basis points, from 6.05% in 2001, to 4.66% in 2002, in response to dramatically lower market interest rates and accelerated prepayments on MBSs.

-- Interest Income. Loans. Interest from loans was $30.8 million for the nine months ended September 30, 2002, and represented a yield on total loans of 6.71%. This compares to $33.7 million of interest, and a yield of 7.79%, for the 2001 period. This decrease of $2.9 million, or 8.5%, in interest on loans was due primarily to a decrease in the average yield on loans resulting from the dramatic drop in market interest rates and faster prepayments over the past year. The average yield on the various components of the loan portfolio changed as follows: residential mortgage loans

decreased 84 basis points, to 6.49%; commercial loans decreased 123 basis points, to 7.16%; and consumer and other loans decreased 193 basis points, to 5.97%. The effect of the decreases in average yield was partially offset by an increase in the average balance of the commercial loan portfolio. The average balance of the various components of the loan portfolio changed as follows: residential mortgage loans decreased $2.5 million, or 0.8%, commercial loans increased $34.2 million, or 15.6%, and consumer and other loans increased $3.9 million, or 6.4%. The Company has continued to concentrate its origination efforts on commercial and consumer loan opportunities, but also originates residential mortgage loans for its portfolio on a limited basis.

-- Interest Expense. Interest paid on deposits and borrowings decreased $4.0 million, or 19.2%, to $16.7 million for the nine months ended September 30, 2002, compared to $20.6 million for the same period during 2001. The decrease in total interest expense was also primarily attributable to the dramatic drop in market interest rates over the past year and was partially offset by growth in checking and savings deposits, along with the use of borrowings to fund the overall growth of the Company. The overall average cost for interest-bearing liabilities decreased 126 basis points from 4.24% for the first three quarters of 2001, to 2.98% for the first three quarters of 2002. Deposit costs are dependent on a number of factors including general economic conditions, national and local interest rates, competition in the local marketplace, interest rate tiers offered, and the Company's cash flow needs. Partially offsetting the effect of the decline in market interest rates, the average balance of interest-bearing liabilities increased $98.1 million, from $650.5 million in 2001, to $748.6 million in 2002. The Company continued to experience strong average balance growth in core deposit accounts, specifically noninterest bearing demand deposit accounts (up $17.1 million, or 17.5%), NOW accounts (up $17.0 million, or 43.6%) and savings accounts (up $40.7 million, or 17.7%). In addition, the Company increased its utilization of FHLB borrowings (up $54.1 million, or 58.5%).

-- Provision for Loan Losses. The provision for loan losses was $1.4 million for the nine months ended September 30, 2002, compared to $1.4 million for the same period last year. The allowance, expressed as a percentage of total loans, was 1.49% as of September 30, 2002, compared to 1.40% at the prior year-end and stood at 1774.7% of nonperforming loans at September 30, 2002, compared to 1132.0% of nonperforming loans at December 31, 2001. Management evaluates several factors including new loan originations, actual and estimated charge-offs, and the risk characteristics of the loan portfolio when determining the provision for the quarter. Also see discussion under "Allowance for Loan Losses."

-- Noninterest Income. Total noninterest income increased $1.1 million, or 29.6%, from the first three quarters of 2001, to $4.9 million for the first three quarters of 2002. Service charges on deposit accounts, which represents the largest source of noninterest income, rose $231,000, or 9.1%, from $2.5 million for the 2001 period, to $2.8 million for the 2002 period, primarily as a result of continued growth in core deposit accounts. Commissions on nondeposit investment products increased $461,000, or 148.7%, in response to efforts to revitalize this program begun in 2001. Additionally, the Bank's purchase of $10.0 million of bank-owned life insurance during the first quarter of 2002 resulted in $380,000 of noninterest income for the nine month period.

-- Noninterest Expense. Noninterest expenses for the first nine months of 2002 increased a total of $1.5 million, or 8.7%, to $18.3 million. After removing the effects of SFAS 147, total operating noninterest expense increased $2.3 million, or 14.7%, as the 2002 period does not contain any goodwill amortization, while the 2001 period included $873,000 of goodwill amortization. The increase in operating noninterest expenses occurred primarily as a result of the overall growth of the

Company, along with development of new products, and was centered in the following areas: Salaries and employee benefits (up $1.5 million, or 18.3%), Occupancy and Equipment (up $253,000, or 12.8%), Data processing (up $77,000, or 5.7%), Marketing (up $157,000, or 21.2%) and Professional services (up $518,000, or 84.9%). Partially offsetting these increases was a decrease in: Other real estate owned expense (down $166,000, or 97.6%). The Company's efficiency ratio was 64.53% for the first three quarters of 2002, compared to an efficiency ratio of 66.06%, and a cash basis efficiency ratio of 62.64%, for the 2001 period.

-- Income Tax Expense. The Company recorded income tax expense of $2.9 million for the first nine months of 2002, compared to $2.6 million for the same period during 2001. This represented total effective tax rates of 33.7% and 35.2%, respectively. Tax-favored income from U.S. Agency securities and bank-owned life insurance, along with its utilization of a Rhode Island passive investment company, has reduced the Company's effective tax rate from the 39.9% combined statutory federal and state tax rates.

LIQUIDITY AND CAPITAL RESOURCES

-- Liquidity. Liquidity is defined as the ability to meet current and future financial obligations of a short-term nature. The Company further defines liquidity as the ability to respond to the needs of depositors and borrowers, as well as to earnings enhancement opportunities, in a changing marketplace.

The primary source of funds for the payment of dividends and expenses by the Company is dividends paid to it by the Bank. Bank regulatory authorities generally restrict the amounts available for payment of dividends if the effect thereof would cause the capital of the Bank to be reduced below applicable capital requirements. These restrictions indirectly affect the Company's ability to pay dividends. The primary sources of liquidity for the Bank consist of deposit inflows, loan repayments, borrowed funds, maturity of investment securities and sales of securities from the available for sale portfolio. Management believes that these sources are sufficient to fund the Bank's lending and investment activities.

Management is responsible for establishing and monitoring liquidity targets as well as strategies and tactics to meet these targets. In general, the Company maintains a high degree of flexibility. At September 30, 2002, overnight investments, investment securities and MBSs available for sale amounted to $285.6 million, or 29.0% of total assets. This compares to $205.0 million, or 23.8% of total assets at December 31, 2001. The Bank is a member of the FHLB and, as such, has access to both short- and long-term borrowings. In addition, the Bank maintains a line of credit at the FHLB as well as a line of credit with a correspondent bank. There have been no adverse trends in the Company's liquidity or capital reserves. Management believes that the Company has adequate liquidity to meet its commitments.

-- Capital Resources. Total shareholders' equity of the Company at September 30, 2002 was $64.9 million, as compared to $59.1 million at December 31, 2001. This increase of $5.8 million was primarily the result of net income for the period of $5.7 million, plus changes in unrealized gains on investment securities of $1.2 million, less dividends paid on common stock of $1.5 million.

All FDIC-insured institutions must meet specified minimal capital requirements. These regulations require banks to maintain a minimum leverage capital ratio. In addition, the FDIC has

adopted capital guidelines based upon ratios of a bank's capital to total assets adjusted for risk. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. These regulations require banks to maintain minimum capital levels for capital adequacy purposes and higher capital levels to be considered "well capitalized."

Capital guidelines have also been issued by the Federal Reserve Board ("FRB") for bank holding companies. These guidelines require the Company to maintain minimum capital levels for capital adequacy purposes. In general, the FRB has adopted substantially identical capital adequacy guidelines as the FDIC. Such standards are applicable to bank holding companies and their bank subsidiaries on a consolidated basis.

As of September 30, 2002, the Company and the Bank met all applicable minimum capital requirements and were considered "well capitalized" by both the FRB and the FDIC. The Company's and the Bank's actual and required capital amounts and ratios are as follows:

	Actual		Minimum Required For Capital Adequacy Purposes		Minimum Re To Be Cons "Well Capit
	Amount	Ratio	Amount	Ratio	Amount
At September 30, 2002:					
Bancorp Rhode Island, Inc.					
Tier I capital (to average assets)	$59,988	6.31%	$28,501	3.00%	$47,502
Tier I capital (to risk weighted assets)	59,988	10.26%	23,391	4.00%	35,087
Total capital (to risk weighted assets)	67,322	11.51%	46,782	8.00%	58,478
Bank Rhode Island					
Tier I capital (to average assets)	$53,780	5.61%	$28,774	3.00%	$47,957
Tier I capital (to risk weighted assets)	53,780	9.20%	23,379	4.00%	35,069
Total capital (to risk weighted assets)	61,114	10.46%	46,759	8.00%	58,449
At December 31, 2001:					

Bancorp Rhode Island, Inc.					
Tier I capital (to average assets)	$50,433	5.93%	$25,508	3.00%	$42,513
Tier I capital (to risk weighted assets)	50,433	9.86%	20,462	4.00%	30,694
Total capital (to risk weighted assets)	56,803	11.10%	40,925	8.00%	51,156
Bank Rhode Island					
Tier I capital (to average assets)	$49,702	5.84%	$25,526	3.00%	$42,544
Tier I capital (to risk weighted assets)	49,702	9.72%	20,458	4.00%	30,687
Total capital (to risk weighted assets)	56,121	10.97%	40,916	8.00%	51,145

BANCORP RHODE ISLAND, INC.
Quantitative and Qualitative Disclosures About Market Risk

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

INTEREST RATE RISK

The principal market risk facing the Company is interest rate risk. The Company's objective regarding interest rate risk is to manage its assets and funding sources to produce results which are consistent with its liquidity, capital adequacy, growth and profitability goals, while minimizing the vulnerability of its operations to changes in market interest rates. The Bank's Asset/Liability Committee ("ALCO") manages the Company's interest rate risk position using both income simulation and interest rate sensitivity "gap" analysis. The ALCO has established internal parameters for monitoring the income simulation and gap analysis. These guidelines serve as benchmarks for evaluating actions to balance the current position against overall strategic goals. The ALCO monitors current exposures and reports these to the Board of Directors.

Simulation is used as the primary tool for measuring the interest rate risk inherent in the Company's balance sheet at a given point in time by showing the effect on net interest income, over a 24-month period, of interest rate ramps of up to 200 basis points. These simulations take into account repricing, maturity and prepayment characteristics of individual products. The ALCO reviews simulation results to determine whether the downside exposure resulting from changes in market interest rates remains within established tolerance levels over both a 12-month and 24-month horizon, and develops appropriate strategies to manage this exposure. The Company's limits on interest rate risk specify that if interest rates were to shift up or down 200 basis points over a 12-month period, estimated net interest income for those 12 months and the subsequent 12 months, should decline by no more than 5.0% or 10.0%, respectively. As of June 30, 2002, net interest income simulation indicated that the Company's exposure to changing interest rates was outside of the 10% tolerance level established for the second year of a 200 basis point decline. This exposure primarily results from the unusually low current rates paid on deposit accounts and the extremely high prepayment speeds anticipated for mortgage-related assets if market rates declined 200 basis points. The current rates on many deposit accounts are so low, that they cannot decline 200 basis points without becoming negative. This results in a floor of zero percent for these deposit accounts, and this floor causes compression of the net interest margin for modeling purposes. The ALCO reviews the methodology utilized for calculating interest rate risk exposure and may, from time to time, adopt modifications to this methodology. While the ALCO reviews simulation assumptions and methodology to ensure that they reflect historical experience, it should be noted that income simulation may not always prove to be an accurate indicator of interest rate risk because the actual repricing, maturity and prepayment characteristics of individual products may differ from the estimates used in the simulations.

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The following table presents the estimated impact of interest rate ramps on the Company's estimated net interest income over a 24-month period beginning October 1, 2002:

	Estimated Exposure to Net Interest Income	
	Dollar Change	Percent Change
	(Dollars in thousands)	
Initial 12-Month Period:		
Up 200 basis points	$ 872	2.88%
Up 100 basis points	514	1.70%
Down 100 basis points	(684)	(2.26%)
Down 200 basis points	(1,333)	(4.40%)
Subsequent 12-Month Period:		
Up 200 basis points	$ 1,532	5.48%
Up 100 basis points	1,154	4.12%
Down 100 basis points	(1,912)	(6.84%)
Down 200 basis points	(4,108)	(14.69%)

The Company also uses interest rate sensitivity gap analysis to provide a more general overview of its interest rate risk profile. The interest rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. At September 30, 2002, the Company's one year cumulative gap was a positive $98.2 million, or 9.96% of total assets.

For additional discussion on interest rate risk see the section titled "Asset and Liability Management" contained on pages 39 to 41 of the Company's 2001 Annual Report to Shareholders.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation of the effectiveness of the Company's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report, the undersigned officers of the Company have concluded that such disclosure controls and procedures are adequate. There were no significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses, subsequent to the date of the most recent evaluation by the undersigned officers of the Company of the design and operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data.

BANCORP RHODE ISLAND, INC.
Other Information

PART II. Other Information

ITEM 1. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Company or its subsidiaries are a party, or to which any of their property is subject, other than ordinary routine litigation incidental to the business of banking.

ITEM 2. CHANGE IN SECURITIES

No information to report.

ITEM 3. DEFAULT UPON SENIOR SECURITIES

No defaults upon senior securities have taken place.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF THE SECURITY HOLDERS

No information to report.

ITEM 5. OTHER INFORMATION

No information to report.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

99.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

Current Report on Form 8-K dated October 7, 2002, announcing that as a result of the issuance of SFAS 147 on October 1, 2002, the Company is required to eliminate $1.2 million of annual goodwill amortization beginning January 1, 2002. The Company will restate its income for the first two quarters of 2002 to reflect the elimination of goodwill amortization and will adopt the new FASB standard beginning in the third quarter.

BANCORP RHODE ISLAND, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Bancorp Rhode Island, Inc.

November 12, 2002	By: /s/ Merrill W. Sherman
(Date)	Merrill W. Sherman President and Chief Executive Officer
November 12, 2002	By: /s/ Albert R. Rietheimer
(Date)	Albert R. Rietheimer Chief Financial Officer and Treasurer

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FORM 10-Q CERTIFICATIONS

I, Merrill W. Sherman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bancorp Rhode Island, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

e) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

f) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

c) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ Merrill W. Sherman

Merrill W. Sherman
President and
Chief Executive Officer

FORM 10-Q CERTIFICATIONS

I, Albert R. Rietheimer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bancorp Rhode Island, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined

in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

g) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

h) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

d) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ Albert R. Rietheimer

Albert R. Rietheimer
Chief Financial Officer
and Treasurer